

WILKINSON BARKER KNAUER, LLP

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November 11, 1999

VIA FEDERAL EXPRESS

Magalie Roman Salas, Secretary
Federal Communications Commission
1270 Fairfield Road
Gettysburg, PA 17325-7245

Re: Huntsville MSA Limited Partnership
FCC Form 602 — **Ownership Disclosure Information**

Dear Ms. Salas:

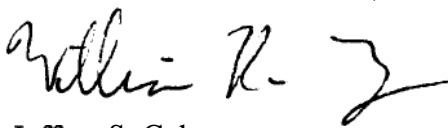
Pursuant to Section 1.9 **19(b)(1)** of the Commission's rules, and the procedures set forth in **Public Notice**, DA 99-1001 (May **25, 1999**), and **Public Notice**, DA 99-314 (Feb. **10, 1999**), Huntsville MSA Limited Partnership ("Applicant") hereby submits an original and one copy of an FCC Form 602 Ownership Disclosure Information for the Wireless Telecommunications Services. This information is submitted in connection with an FCC Form 601 application being filed contemporaneously via the Commission's Universal Licensing System ("**ULS**") to request authority for a new common carrier fixed point-to-point microwave transmit station.

In preparing the instant Form 602, Applicant has used its best efforts and acted in good faith to provide the most complete ownership information possible. Should significant updated or additional information become available to Applicant, the enclosed Form 602 will be revised accordingly. Additional information will be provided upon request.

Should you have any questions regarding this application, please contact the undersigned.

Sincerely,


WILKINSON BARKER KNAUER, LLP


By: Jeffrey S. Cohen
William R. Layton

Enclosure

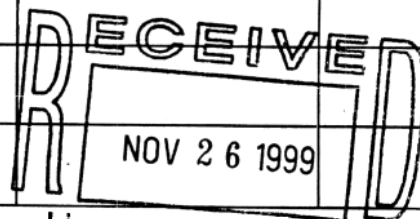


Applicant/Licensee Information

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity):		3) Applicant TIN:	
Huntsville MSA Limited Partnership			

Related FCC Regulated Businesses of Applicant/Licensee

4a) Name and address of all FCC Regulated Businesses owned by Applicant/Licensee (use additional sheets, if necessary):	4b) Principal Business:	4c) TIN:	4d) Percent of Interest Held:
See Attachment 1			



Signature

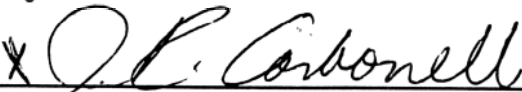
5) Typed or Printed Name of Party Authorized to Sign

First Name:	MI:	Last Name:	Suffix:
Joaquin	R.	Carbonell	

Title:

Vice President and General Counsel of General Partner

Signature:




Date:

Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Disclosable interest Holder information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
Alabama Cellular Service, Inc.			
4) Disclosable Interest Holder's Address:			
1100 Peachtree Street, N.E., Atlanta, GA 30309			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n); () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
D	C	50%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
G/L		U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			
See Attachment 1			

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FCC Ownership Disclosure Information for the
Wireless Telecommunications Services
Schedule for Disclosable Interest Holders

Approved by OMB
3060 - 0799
See instructions for
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):			3) Disclosable Interest Holder's TIN:	
Huntsville Cellular Telephone Corp., Inc.				
4) Disclosable Interest Holder's Address:				
1100 Peachtree Street, N.E., Atlanta, GA 30309				
5) Type of Interest in Applicant () (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
D		C		25%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):			9) Disclosable Interest Holder's Country of Citizenship:	
L			I U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):				
See Attachment 1				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			



Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): Madison Merger Subsidiary, Inc.		3) Disclosable Interest Holder's TIN:	
4) Disclosable Interest Holder's Address: 1100 Peachtree Street, N.E., Atlanta, GA 30309			
5) Type of Interest in Applicant () (refer to instructions for list) D	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C	7) Percent of Interest Held in Applicant: 25%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): L		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
0) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1			


Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			



Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): BellSouth Mobility Inc			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 1100 Peachtree Street, N.E., Atlanta, GA 30309				
5) Type of Interest in Applicant () (refer to Instructions for list)		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):		7) Percent of Interest Held in Applicant:
I		C		50%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G/L			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1				


Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			



Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): BellSouth Cellular Corp.			3) Disclosable Interest Holder's TIN: 	
4) Disclosable Interest Holder's Address: 1100 Peachtree Street, N.E., Atlanta, GA 30309				
5) Type of Interest in Applicant () (refer to Instructions for list) I	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes); C		7) Percent of Interest Held in Applicant: 75%.	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G/L		9) Disclosable Interest Holder's Country of Citizenship: U.S.A.		
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			



Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
BellSouth Mobile Systems, Inc.			
4) Disclosable Interest Holder's Address:			
1100 Peachtree Street, N.E., Atlanta, GA 30309			
5) Type of Interest in Applicant () (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
I	C	75%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
G/L		U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			
See Attachment 1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			



FCC Ownership Disclosure Information for the
Wireless Telecommunications Services

Approved by OMB
3060-0799
See instructions for
public burden estimate

Schedule for Disclosable Interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity):		3) Disclosable Interest Holder's TIN:	
BellSouth Enterprises, Inc.			
4) Disclosable Interest Holder's Address:			
1100 Peachtree Street, N.E., Atlanta, GA 30309			
5) Type of Interest in Applicant () (refer to instructions for list)	6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant:	
I	C	75%	
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list):		9) Disclosable Interest Holder's Country of Citizenship:	
G/L		U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):			
See Attachment 1			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			



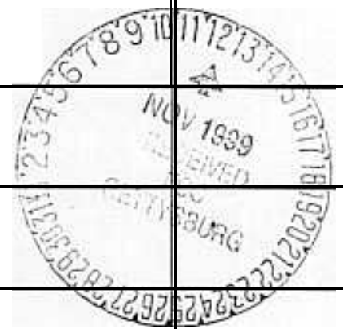
Schedule for Disclosable interest Holders

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):		MI:	Last Name:	Suffix:
2) Disclosable Interest Holder's Name (if entity): BellSouth Corporation			3) Disclosable Interest Holder's TIN: [REDACTED]	
4) Disclosable Interest Holder's Address: 1155 Peachtree Street, N.E., Atlanta, GA 30309				
5) Type of Interest in Applicant () (refer to Instructions for list) I		6) Disclosable Interest Holder is a(n): () (refer to instructions for list of codes): C		7) Percent of Interest Held in Applicant: 100%
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): G/L			9) Disclosable Interest Holder's Country of Citizenship: U.S.A.	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): See Attachment 1				

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See Attachment 1			



**FCC Ownership Disclosure Information for the
Wireless Telecommunications Services**

As reflected in the attached FCC Form 602, Huntsville MSA Limited Partnership ("Applicant") is a limited partnership comprised of Alabama Cellular Service, Inc. ("ACSI"), which holds a 48.75% general partnership interest and a 1.25% limited partnership interest; Huntsville Cellular Telephone Corp., Inc. ("HCTC"), which holds a 25% limited partnership interest; and Madison Merger Subsidiary, Inc. ("MMSI"), which holds a 25% limited partnership interest. ACSI is a wholly-owned subsidiary of **BellSouth** Mobility Inc ("BMI"), which is a wholly-owned subsidiary of **BellSouth** Cellular Corp. ("BSCC"). HCTC is also a wholly-owned subsidiary of BSCC. BSCC is a wholly-owned subsidiary of **BellSouth** Mobile Systems, Inc. ("BMW"), which is a wholly-owned subsidiary of **BellSouth** Enterprises, Inc. ("BSE"). BSE, in turn, is a wholly-owned subsidiary of **BellSouth** Corporation ("BSC"). MMSI is also a wholly-owned subsidiary of BSC.

HCTC is an Alabama corporation. MMSI and BMSI are Delaware corporations; and ACSI, BMI, BSCC and BSE are Georgia corporations. All are headquartered at 1100 Peachtree Street, N.E., Atlanta, Georgia 30309. BSC is a Georgia corporation headquartered at 1155 Peachtree Street, N.E., Atlanta, Georgia 30309.

BSC is a publicly traded company. No person or entity is known to own more than five percent or more of its outstanding stock. BSC is a holding company providing telecommunications services, systems and products primarily through two wholly-owned subsidiaries, **BellSouth** Telecommunications, Inc. ("BST") and BSE.

BST, a Georgia corporation, primarily provides tariffed public **landline** telephone service within localities in the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina and Tennessee.

BSE is the holding company for **BSC's** investments in companies generally engaging in telecommunications activities other than public **landline** telephone services, including commercial and private mobile radio services, and advertising and publishing services. Such services include cellular, rural radio, point-to-point microwave, broadband personal communications, and private land mobile radio services. BSC subsidiaries also provide **wireline** and wireless cable services, data services, and long distance services in accordance with the Telecommunications Act of 1996.

The following lists FCC regulated businesses of Applicant and its disclosable interest holders — HCTC, ACSI, MMSI, BMI, BSCC, BMSI, BSE, and BSC -beginning with BSC, Applicant's ultimate corporate parent and the real party in interest. Entities which hold FCC licenses are indicated in bold italics; other entities are listed to make clear the relationship between Applicant and its disclosable interest holders. **TINs** are listed for these entities, as appropriate. Unless otherwise indicated, each entity is owned 100% by its parent company.

~~As of October 1, 1999~~

BellSouth Corporation
BellSouth International Network Holdings, Inc.
 BellSouth International ACCESS, Inc.
 Global Leasing Company
 BellSouth Telecommunications, Inc.
BellSouth Value Added Services Holdings, Inc.
 Be//South Long Distance, Inc.
 Be//South Wireless Cable, Inc.
Madison Merger Subsidiary, Inc.
 Huntsville MSA Limited Partnership (25% LP)
RAM Broadcasting Corporation
 PAM Communications Group, Inc.
 BellSouth Wireless Data L.P. (.57% GP)
 RAM/BSE Communications L.P. (50% GP)
 BellSouth Wireless Data L.P. (93.82% LP)
South Florida Television Inc.
Wireless Cable of Atlanta, Inc.
 Vidcomm, Inc.
BellSouth Enterprises, Inc.
 BellSouth International, Inc.
BellSouth Mobile Data, Inc.
 RAM/BSE Communications L.P. (49% GP; 1% LP)
 BellSouth Wireless Data L.P. (93.82% LP)
BellSouth Mobile Systems, Inc.
 BellSouth Cellular Corp.
 American Cellular Communications Corporation (71.6332%)
 Anniston-Westel Company, Inc.
 Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP)
 Bakersfield Holdings, Inc.
 BCTC of Texas, Inc.
 Indiana 8, L.L.C.
 BSCC of Houston, Inc.
 Cellular Holdings of Texas, Inc.
 BSCC Cellular of Texas, L.P. (1% GP)
 AB Cellular Holding, L.L.C. (8.541%)
 Houston Cellular Telephone Company, L.P. (99% LP)
 Galveston Cellular Partnership (87.3462% GP)
 Galveston Cellular Telephone Company
 Houston Cellular Holding Company (Tex), LLC
 Houston Cellular Telephone Company, L.P. (1% GP)
 Wireless Telecommunications Investment Company LLC
 BellSouth Cellular Systems, Inc.
 BSCC Cellular of Texas, L.P. (99% LP)
 A B Cellular Holding, L. L. C. (8.541%)
 Houston Cellular Telephone Company, L.P. (99% LP)
 Galveston Cellular Partnership (87.3462% GP)
 Galveston Cellular Telephone Company
 Houston Cellular Holding Company (Tex), LLC
 Houston Cellular Telephone Company, L.P. (1% GP)
 Wireless Telecommunications Investment Company LLC
Galveston Mobile Corporation

AB Cellular Holding, L.L.C. (.451%)
Houston Cellular Telephone Company, L.P. (99% LP)
 Galveston Cellular Partnership (87.3462% GP)
Galveston Cellular Telephone Company
 Houston Cellular Holding Company (Tex), LLC
Houston Cellular Telephone Company, L.P. (1% GP)
 Wireless Telecommunications Investment Company LLC

Gary Cellular Corporation
Gary Cellular Telephone Company (33.30% GP)

Georgia Cellular Corporation
Atlanta-Athens MSA Limited Partnership (49% LP)

Georgia Cellular Holdings, Inc.
Atlanta-Athens MSA Limited Partnership (. 1% LP)

Indiana Cellular Corporation

Jackson Holdings, Inc.
 Jackson Acquisitions Corp. (94%)
 Jackson Cellular Corporation
MCTA (50.1% GP)

Los Angeles RCCs, Inc. (85%)
 ACCC of Los Angeles, Inc. (51%)
A B Cellular Holding, L. L. C. (35.393%)
Houston Cellular Telephone Company, L.P. (99% LP)
 Galveston Cellular Partnership (87.3462% GP)
Galveston Cellular Telephone Company
 Houston Cellular Holding Company (Tex), LLC
Houston Cellular Telephone Company, L.P. (1% GP)
 Wireless Telecommunications Investment Company LLC

Westel-Indianapolis Company
Bloomington Cellular Telephone Company (94.2142% GP)
Kokomo Celltelco Partnership (9.041% GP)
Muncie Cellular Telephone Company, Inc. (93.1005%)
Terre Haute Cellular Telephone Company, Inc. (93.3011%)

Westel-Los Angeles Company
 ACCC of Los Angeles, Inc. (49%)
AB Cellular Holding, L. L.C. (35.393%)
Houston Cellular Telephone Company, L.P. (99% LP)
 Galveston Cellular Partnership (87.3462% GP)
Galveston Cellular Telephone Company
 Houston Cellular Holding Company (Tex), LLC
Houston Cellular Telephone Company, L.P. (1% GP)
 Wireless Telecommunications Investment Company LLC

Westel-Milwaukee Company, Inc.

Westel Richmond, Inc.
Orlando SMSA Limited Partnership (19.72% LP)
Memphis SMSA Limited Partnership (25% LP)
Tennessee RSA Limited Partnership (25% LP)

BellSouth Mobility Inc
Acadiana Cellular General Partnership (RSA's No. 5 & 6) (35% GP)
Alabama Cellular Service, Inc.
Huntsville MSA Limited Partnership (48.75% GP/1.25% LP)
American Cellular Communications Corporation (28.3668%)
Atlanta-Athens MSA Limited Partnership (40% GP/10.9% LP)
 Georgia Cellular Corporation

Atlanta-Athens MSA Limited Partnership (49% LP)

Georgia Cellular Holdings, Inc.

Atlanta-Athens MSA Limited Partnership (. 1% L P)

BellSouth Mobility Communications, Inc.

B-Side Carriers L.P. (13.263% LP)

B-Side L.L.C. (12.618%)

B-Side Carriers L.P. (.268% GP)

Cellular Radio of Chattanooga (25%)

Chattanooga MSA Limited Partnership (29.54% LP)

Century Cellunet of North Louisiana Cellular Limited Partnership (9% LP)

Chattanooga CGSA, Inc.

Chattanooga MSA Limited Partnership (40% GP/15.31% LP)

Decatur RSA Limited Partnership (40% GP/40% LP)

Florida Cellular Service, Inc.

Jacksonville MSA Limited Partnership (40% GP/45.76% LP)

Florida RSA No. 2B (Indian River) Limited Partnership (40% GP/31.5% LP)

Georgia RSA No. 1 Limited Partnership (25% GP/49.46% LP)

Georgia RSA No. 2 Limited Partnership (30% GP/31.227% LP)

Georgia RSA No. 3 Limited Partnership (30% GP/45% LP)

Jackson Acquisitions Corp. (6%)

Jackson Cellular Corporation

MCTA (50.1% GP)

Kentucky CGSA, Inc.

Louisiana CGSA, Inc.

Lafayette MSA Limited Partnership (30% GP/21% LP)

Louisiana RSA No. 8 Limited Partnership (40% GP/10% LP)

Louisiana RSA No. 7 Cellular General Partnership (66.7% GP)

Memphis CGSA, Inc.

Memphis SMSA Limited Partnership (40% GP/35% LP)

Tennessee RSA Limited Partnership (40% GP/35% LP)

M-T Cellular, Inc.

Northeastern Georgia RSA Limited Partnership (1% GP/34% LP)

Northeast Mississippi Cellular, Inc.

Orlando CGSA, Inc.

Orlando SMSA Limited Partnership (30.67% GP/49.61% LP)

Memphis SMSA Limited Partnership (25% LP)

Tennessee RSA Limited Partnership (25% LP)

South Carolina Cellular Service, Inc.

ALLTEL Cellular Associates of South Carolina Limited Partnership (46.41968% LP)

Chattanooga MSA Limited Partnership (15.15% LP)

MCTA (49.9% GP)

Pittsburgh SMSA Limited Partnership (3.6% LP)

Huntsville Cellular Telephone Corp., Inc.

Huntsville MSA Limited Partnership (25% LP)

BellSouth Wireless, Inc.



BellSouth Personal Communications, Inc.

BellSouth Carolinas PCS, L.P. (55.7647% GP)

BellSouth Carolinas PCS, L. L.C.

Unless indicated otherwise, each subsidiary is owned 100% by its parent company.

Bold Italics indicates an entity which holds a license.